

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

IN RE GENWORTH FINANCIAL INC.
SECURITIES LITIGATION

No. 3:14-CV-00682-JRS

**DECLARATION OF BRIAN E. PUMPHREY
IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS**

I, Brian E. Pumphrey, declare the following under penalty of perjury, this 5th day of February 2015:

1. I am a partner at the law firm of McGuireWoods LLP, counsel for Defendants Genworth Financial, Inc. ("Genworth"), Thomas J. McInerney and Martin P. Klein (collectively, "Defendants"). I submit this declaration in connection with Defendants' Memorandum of Law in Support of their Motion to Dismiss the Consolidated Class Action Complaint.

2. Attached hereto as Exhibit 1 is a true and correct copy of the transcript of Genworth's Long Term Care Insurance Investor Conference Call, dated December 4, 2013.

3. Attached hereto as Exhibit 2 is a true and correct copy of the transcript of Genworth's Q2 2014 Earnings Conference Call, dated July 30, 2014.

4. Attached hereto as Exhibit 3 is a true and correct copy of the transcript of Genworth's Q3 2014 Earnings Conference Call, dated November 6, 2014.

5. Attached hereto as Exhibit 4 is a true and correct copy of Financial Accounting Standards Board, Accounting Standards Codification 944-40-30.

6. Attached hereto as Exhibit 5 is a true and correct copy of selected pages from Genworth's 2013 Annual Report (Form 10-K) filed on March 3, 2014.

7. Attached hereto as Exhibit 6 is a true and correct copy of the transcript of Genworth's Presentation at the Keefe, Bruyette & Woods, Inc. Insurance Conference, dated September 4, 2014.

8. Attached hereto as Exhibit 7 is a true and correct copy of selected pages from Genworth's 2012 Annual Report (Form 10-K) filed on February 28, 2013.

9. Attached hereto as Exhibit 8 is a true and correct copy of the Revised Edition of the Actuarial Standard Board's Actuarial Standard of Practice No. 18: Long-Term Care Insurance, dated May 1, 2011.

10. Attached hereto as Exhibit 9 is a true and correct copy of the transcript of Genworth's Q3 2013 Earnings Conference Call, dated October 30, 2013.

11. Attached hereto as Exhibit 10 is a true and correct copy of Genworth's Presentation entitled "Third Quarter 2013 Earnings Summary," dated October 30, 2013.

12. Attached hereto as Exhibit 11 is a true and correct copy of Genworth's Presentation entitled "Long Term Care Insurance Review," dated December 4, 2013.

13. Attached hereto as Exhibit 12 is a true and correct copy of a report prepared by Rachel Brewster, Sam Gutterman, and PricewaterhouseCoopers LLP (sponsored by the Society of Actuaries) entitled "The Volatility in Long-Term Care Insurance," dated September 2014.

14. Attached hereto as Exhibit 13 is a true and correct copy of the transcript of Genworth's Q2 2012 Earnings Conference Call, dated August 1, 2012.

15. Attached hereto as Exhibit 14 is a true and correct copy of the transcript of Genworth's Q3 2012 Earnings Conference Call, dated October 31, 2012.

16. Attached hereto as Exhibit 15 is a true and correct copy of the transcript of Genworth's Q1 2013 Earnings Conference Call, dated May 1, 2013.

17. Attached hereto as Exhibit 16 is a true and correct copy of Genworth's Presentation entitled "Long Term Care Insurance Claim Reserve Review," dated November 6, 2014.

18. Attached hereto as Exhibit 17 is a true and correct copy of the transcript of Genworth's Presentation at the UBS Best of Americas Conference, dated September 11, 2014.

19. Attached hereto as Exhibit 18 is a true and correct copy of Macquarie (USA) Equities Research Report entitled "Genworth Financial – Waiting for De-Leveraging; initiating at Neutral," dated September 24, 2012.

20. Attached hereto as Exhibit 19 is a true and correct copy of a transcript of Thomas J. McInerney's Interview with Jim Cramer on CNBC's "Mad Money," dated July 30, 2014, *available at* <http://youtu.be/xW-szNdYUB4>.

Dated: February 5, 2015
Richmond, Virginia

_____/s/
Brian E. Pumphrey (VSB No. 47312)
MCGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, VA 23219-4030
Tel: (804) 775-4359
Fax: (804) 698-2206
awhittemore@mcguirewoods.com
bpumphrey@mcguirewoods.com
rfrei@mcguirewoods.com

*Counsel for Defendants Genworth Financial,
Inc., Thomas J. McInerney, and Martin P.
Klein*

CERTIFICATE OF SERVICE

I certify that on this 5th day of February, 2015, I electronically filed the foregoing document with the Clerk of Court using the CM/ECF system, which will send a notification of such filing (NEF) to all counsel of record.

/s/

Anne Marie Whittemore (VSB No. 09221)
Brian E. Pumphrey (VSB No. 47312)
Ryan D. Frei (VSB No. 70996)
MCGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, VA 23219-4030
Tel: (804) 775-4359
Fax: (804) 698-2206
awhittemore@mcguirewoods.com
bpumphrey@mcguirewoods.com
rfrei@mcguirewoods.com

*Counsel for Defendants Genworth Financial,
Inc., Thomas J. McNerney, and Martin P. Klein*